

**CONFLICT OF INTEREST POLICY
OF
PROJECT370 LIMITED, INC.**

**Article I
Purpose**

Section 1.1. This Conflict of Interest Policy (this "Policy") has been adopted and approved by the Board of Directors of Project370 Limited, Inc. (the "Corporation") for the purposes of (1) protecting the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Interested Person (as defined hereinafter) or might result in a possible excess benefit transaction; and (2) establishing policies and procedures to be adhered to and implemented by the Corporation whenever it is contemplating entering into such transactions or arrangements, and whenever determining appropriate levels of compensation, direct and indirect, including benefits and perquisites for any Interested Person. The Corporation and each director, officer, member of a committee with Board-delegated powers, and key employee intends to comply with this Policy in such a manner so as to avoid any "excess benefit transaction" that would be subject to intermediate sanctions and excise taxes under section 4958 of the Internal Revenue Code of 1986, as amended (the "Code"). This Policy also is intended to supplement, but not replace, any applicable federal or state laws governing conflicts of interest applicable to nonprofit and charitable corporations, and the Corporation shall comply with the requirements of each such federal or state law in addition to the requirements of this Policy.

Section 1.2. The Corporation is a nonprofit corporation duly organized and existing under the laws of the District of Columbia, which has been recognized by the Internal Revenue Service as exempt from income tax under section 501(c)(3) of the Code, and as such is organized and operated exclusively for charitable, educational, and scientific purposes, not for pecuniary profit, and no part of the net earnings of the Corporation shall inure to the benefit of any person or non-exempt entity.

**Article II
Definitions**

Section 2.1. Interested Person

Any director, officer, member of a committee with Board-delegated powers, or key employee, as defined below, who has a direct or indirect financial interest, as defined below, is an interested person ("Interested Person").

Section 2.2. Financial Interest

A person has a "financial interest" if the person has, directly or indirectly, through business, investment or family, any of the following:

- a. an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
- b. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

“Compensation” includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial, benefits, perquisites, reimbursements for personal expenses, or entitlements relating to personal uses of property or service rights of the Corporation.

A financial interest is not necessarily a conflict of interest. Under Section 3.2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 2.3. Key Employee

A person is a “key employee” if he or she meets the three tests set forth for that term in the Glossary to the Instructions to Form 990 Return of Organization Exempt from Income Tax. Those tests generally provide that a key employee is an employee who has (i) reportable compensation from the Corporation and all related organizations, for the calendar year, in excess of \$150,000; (ii) responsibilities similar to officers and directors or manages a discrete segment of the Corporation that represents at least 10% of its activities, assets, income, expenses, or capital budget; and (iii) is one of the 20 employees with the highest reportable compensation from the organization and related organizations for the calendar year.

Article III Conflict Procedures

Section 3.1. Duty to Disclose

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of his or her financial interest and all material facts to the Board of Directors of the Corporation (the "Board") or to any special committees with Board-delegated powers (e.g., conflicts or compensation committees) considering the proposed transaction or arrangement.

Section 3.2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the Interested Person, he/she shall excuse himself/herself from the Board or committee

meeting while the determination of whether a conflict of interest exists is discussed and voted upon. The remaining Board or committee members shall determine whether a conflict of interest exists.

Section 3.3. Procedures for Addressing the Conflict of Interest

a. An Interested Person may make a presentation at the Board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the possible conflict of interest.

b. The Board or the committee shall undertake, or appoint a disinterested person or committee to undertake, an appropriate due diligence investigation, including an analysis of all material facts related to the possible conflict of interest, collection of data on comparable arrangements or transactions, and the development and investigation of alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and charitable, educational, and scientific purposes and whether the transaction is fair and reasonable to the Corporation, and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determinations.

Section 3.4. Violations of the Conflict of Interest Policy

a. If the Board or committee has reasonable cause to believe that a director, officer, or key employee has failed to disclose an actual or possible conflict of interest, it shall inform such person of the basis for such belief and afford such person an opportunity to explain the alleged failure to disclose.

b. After hearing the response of such person and making such further investigation as may be warranted under the circumstances, if the Board or committee determines that the director, officer, or key employee is an Interested Person and has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action. Prompt corrective action must be required in order to avoid the second-tier penalty tax under section 4958 of the Code and other additional liability and must include full restitution to the Corporation.

Article IV
Records of Proceedings

Section 4.1. The minutes of the Board and any special committee with Board-delegated powers shall contain the following:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the decision of the Board or committee as to whether a conflict of interest exists.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Article V
Compensation Procedures

Section 5.1. No Interested Person shall vote on any matter relating to his or her compensation, irrespective of whether said compensation is received directly or indirectly from the Corporation. No Interested Person, however, is prohibited from providing information to the Board or a committee regarding compensation, including factual data on comparable compensation for comparable services or the reasonableness of the proposed compensation.

Section 5.2. The Corporation shall endeavor to ensure that all compensation arrangements affecting Interested Persons are objectively reasonable, based on the relevant market for persons of comparable skills, training, education and experience and performing similar duties for comparable organizations under similar conditions and circumstances. The Corporation shall consider and give due weight to studies published by third parties regarding rates of compensation whenever and, to the extent that, such studies are reliable, comparable and available.

Article VI
Annual Statements

Section 6.1. Each director, officer, member of a committee with Board-delegated powers, and key employee shall annually sign a statement which affirms that such person:

- a. has received a copy of this Policy of the Corporation,
- b. has read and understands this Policy,
- c. has agreed to comply with this Policy, and

d. understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its stated charitable, educational, and scientific purposes and do not result in private inurement or unreasonable or excessive economic benefit to private individuals or entities.

Article VII Periodic Reviews

Section 7.1. To ensure that the Corporation operates in a manner consistent with its charitable, educational, and scientific purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, the Corporation shall conduct periodic reviews of its compensation arrangements and any other transactions or arrangements that may provide a financial interest to any Interested Person. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements are reasonable,
- b. Whether transactions of the Corporation result in private inurement or impermissible private benefit,
- c. Whether transactions and arrangements with third parties conform to written policies, including this Policy, are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable, educational, and scientific purposes, and do not result in private inurement or impermissible private benefit, and
- d. Whether the Corporation's expense reimbursement procedures are adequate in terms of required documentation, whether persons seeking reimbursement are complying with these procedures, and whether such expenses relate to furthering the Corporation's charitable, educational, and scientific purposes and do not result in private inurement or impermissible private benefit.

Article VIII Use of Outside Experts

Section 8.1. In determining whether a conflict of interest exists, determining compensation or conducting the periodic reviews required by this Policy, the Corporation may, but need not, use outside advisors and consultants. If outside experts are used, their use shall be documented, but shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted in accordance with this Policy.

Adopted by the Board of Directors of Project370 Limited, Inc., on 25 April 2017, effective immediately.